



PLM INTERNATIONAL, INC.

One Market Plaza
Steuart Street Tower, Suite 900
San Francisco, CA 94105-1301

1-217A008

(415) 974-1399
(800) 227-0830
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August 2, 1991

RECEIVED IN FILED 103

AUG 5 1991 10 00 AM

INTERSTATE COMMERCE COMMISSION

VIA FEDERAL EXPRESS

Interstate Commerce Commission
12th and Constitution Avenue, N.W.
Washington, D.C.

ATTN: Mildred Lee, Room 2303

AUG 5 1991 10 00 AM

RE: Forty-five Gondola Railcars

AUG 5 1991 10 00 AM

INTERSTATE COMMERCE COMMISSION

Dear Ms. Lee:

Please find enclosed for filing the original and one copy of the following documents:

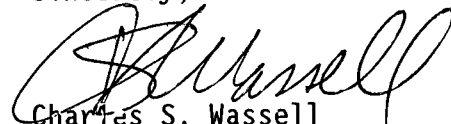
1. Bill of Sale dated as of June 28, 1991;
2. Amended and Restated Railcar Lease Agreement dated as of January 1, 1991; and,
3. Assignment Agreement dated as of June 28, 1991;

I have also enclosed three additional copies of the documents which I would like stamped and returned in the enclosed envelope.

Finally, I have enclosed a check in the amount of \$45.00, which I believe is the filing fee.

Thank you for your assistance. Should you require any further information, please call me at (415) 905-7440, or Anne Shuford at (415) 905-7223.

Sincerely,


Charles S. Wassell
Assistant General Counsel

CSW:alg

J:\PLMLEG\0802911.CSW

Interstate Commerce Commission
Washington, D.C. 20423

8/6/91

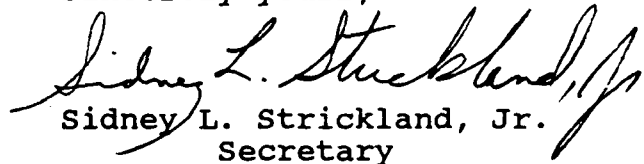
OFFICE OF THE SECRETARY

Charles S. Wassell
Assistant General Counsel
PLM International Inc
One Market Plaza
Steaurt Street Tower Suite 900
San Francisco, Calif. 94105

Dear Sir:

The enclosed dcoument(s) was recorded pursuant to the provisions of Section 11303 of the Insterstate Commerce Act, 49 U.S.C. 11303, on 8/5/91 at 10:05am , and assigned recordation number(s). 17464, 17464-A & 17464-B

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

AUG 5 1991 -10 05 AM

BILL OF SALE

INTERSTATE COMMERCE COMMISSION

For valuable consideration, and in connection with that certain Purchase Agreement dated June 28, 1991, the receipt of which is acknowledged, FIRST SECURITY BANK OF IDAHO, N.A., not in its individual capacity, but solely as Trustee (hereinafter "Seller"), hereby sells and transfers all of its right, title, and interest in the Equipment described on Exhibit A attached hereto, to PLM TRANSPORTATION EQUIPMENT CORP. ("Purchaser").

Seller hereby represents and warrants to Purchaser that Seller is the absolute owner of said Equipment, that it transfers to Purchaser good, valid and marketable title to the Equipment, that said Equipment is free and clear of all liens, charges and encumbrances from any party other than the Lease, and that Seller has full right, power and authority to sell said Equipment, and to make this Bill of Sale. This sale to Purchaser is on an "AS IS, WHERE IS" basis and ALL WARRANTIES OF QUALITY, FITNESS AND MERCHANTABILITY ARE HEREBY EXCLUDED.

DATE: June 28, 1991

SELLER:

FIRST SECURITY BANK OF IDAHO,
N.A., not in its individual
capacity, but solely as
Trustee

BY: Nancy M Dahl
TITLE: Trust Officer

STATE OF Utah)
COUNTY OF Salt Lake) SS:

On this 28th day of June, 1991, before me, a notary public in and for said County, personally appeared Nancy M Dahl, Trust Officer of FIRST SECURITY BANK OF IDAHO, N.A., as Trustee, the Seller in the foregoing Bill of Sale, and acknowledged the signing thereof to be his voluntary act and deed.

WITNESS my official signature and seal on this day last above mentioned.

Elizabeth M. Webb
Notary Public



Notary Public
ELIZABETH M. WEBB
79 South Main St.
Salt Lake City, Utah 84111
My Commission Expires
May 7, 1993
State of Utah

EXHIBIT A

**TO BILL OF SALE
BETWEEN FIRST SECURITY BANK OF IDAHO, N.A. ("Seller")
AND PLM TRANSPORTATION EQUIPMENT CORP. ("Purchaser")**

The Equipment consists of forty-five (45) 100 ton 52'6" gondolas with related accessories bearing the following road numbers:

SR	15000	15062
	15003	15063
	15006	15064
	15007	15069
	15008	15073
	15011	15074
	15013	15078
	15021	15080
	15022	15082
	15023	15089
	15024	15090
	15028	15094
	15029	15096
	15030	15101
	15031	15111
	15033	15114
	15039	15128
	15040	15131
	15041	15134
	15043	15137
	15046	15146
	15056	15148
	10561	